

The HBCU Business Deans Roundtable Proposed Bylaws



ARTICLE I: NAME

Section 1. Name. The name of the organization shall be HBCU Business Deans Roundtable, hereafter referred to as “organization.” A not-for-profit corporation.

Section 2. Seal. The organization shall have a seal which shall be as presented below:



ARTICLE II: OBJECT

The purpose of this organization is to provide a forum for deans of HBCU business schools to address opportunities and challenges associated with enhancing business programs and initiatives. The organization also seeks to strengthen and develop strategic partnerships and alliances with corporations, government, and national organizations to provide the essential tools and resources for student success.

The goals of the organization are to:

- Design programs that promote the development of curricula that better prepare students for contributing to the present and future business environment.
- Prepare students to effectively compete for business careers.

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- Promote, support, and guide the constant development of leadership of schools of business.
- Encourage and facilitate networking between HBCU business school leaders and corporate and government executives.
- Develop partnerships with corporations and government agencies to enhance fundraising opportunities, increase accessibility to resources, and boost executive participation in HBCU business programs; and
- Provide the support and counsel necessary to increase professional accreditations and degree offerings at HBCUs that are recognized nationally and internationally.

ARTICLE III: MEMBERSHIP

Section 1. Classification. There shall be the following classes of members:

A. Dean Membership. Dean Membership in this organization shall be open to deans/heads of HBCU business programs of the member schools; officers of the organization; and members of the Board of Directors of the organization.

B. Founding Deans. Founding Deans membership in this organization will be open to the founding deans of the organization.

C. Honorary Membership. Honorary membership in this organization will be open to retired HBCU business deans, who were members prior to their retirement, and others committed to the advancement of HBCU business programs as approved by the Board of Directors.

Section 2. Eligibility.

A. Dean Membership. Any dean member of the organization is eligible for membership upon payment of dues.

B. Founding Deans & Honorary Membership. Any Founding Dean or honorary member.

Section 3. Member Rights.

A. Dean Membership. Each institution has one vote that is exercised by the dean of the business program unless the dean has given his/her proxy in writing to another.

B. Founding Deans. Will have all membership rights.

C. Honorary Membership.

1. Have the right to attend and speak at membership meetings but may not make motions or vote; and
2. Have no other membership rights.

ARTICLE IV: DUES & FINANCES

Section 1. Dues.

- A. **Dues Amounts.** Annual dues shall be recommended by the Board of Directors and approved by the membership at the annual meeting, unless otherwise directed by the Board of Directors.
- B. **Dues Payment Dates.** The organization's dues are due and payable on or before September 31st. Membership will be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.

Section 2. Budget. An annual budget for the next fiscal year will be adopted by the Board of Directors.

Section 3. Audit. An audit shall be conducted by the Audit Committee at the end of each two-year term of the treasurer and whenever a new treasurer assumes office.

Section 4. Fiscal Year. The organization's fiscal year is July 1 through June 30.

Section 5. Salaries. The Board of Directors shall hire and fix the compensation of any and all employees and consultants which they, in their discretion, may determine to be essential to conduct the business of the organization.

Section 6. No Personal Inurement. No part of the net earnings of the organization may inure to the benefit of or be distributable to the organization's members or other private persons, except that the organization is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE V: OFFICERS & AT-LARGE DIRECTORS

Section 1. Officers. The officers of the organization are a president, a president-elect, the immediate past president, a secretary, a treasurer, and a treasurer elect. The treasurer must be a resident of the United States.

Section 2. Term of Office.

Officers. Officers will assume their duties at the close of the annual meeting at which they are elected and will serve for a term of one year, except for the treasurer, who serves for two years, or until their successors are elected. No officer may serve more than two consecutive terms in the same office. The Treasurer-Elect will be appointed one year before the end of the term of the treasurer. The Treasurer-Elect should have credentials or skills in finance, accounting, or other fiscal background. The Treasurer-Elect shall assist as needed in the external transition financial review and, at the end of the term of the Treasurer, take on the role of the new Treasurer.

- A. **At-Large Directors.** At-Large Directors will assume their duties at the close of the annual meeting at which they are elected and will serve staggered terms of {3} years or until their successors are elected. No at-large director may serve more than two consecutive terms in the same office.

Section 3. Resignation and Removal.

- A. **Resignation.** Any officer or at-large director may resign from office by giving written notice to the chair of the board with a copy to the secretary.
- B. **Removal.** Any officer or at-large director may be removed by a majority vote at a membership meeting or by a two-thirds vote at a board meeting, provided at least five days' notice of the proposed removal and reason for removal is provided.

Section 4. Vacancy in Office.

- A. **Office of President.** If a vacancy occurs in the office of president, the president-elect will succeed in the office and serve for the remainder of the term.
- B. **Other Offices.** If a vacancy occurs in any office or at-large director, except the president, the Board of Directors will appoint a member to serve until the next annual meeting.

Section 5. Compensation. No officer or at-large director shall, for reason of her/his office, be entitled to receive salary or compensation, but nothing herein

shall be construed to prevent an officer or director from being compensated by the organization for duties other than as a director or officer.

Section 6. Nominations.

- A. **Nominating Committee.** A nominating committee of three members will be comprised of the immediate past president and two other members.
- B. **Committee Report.** The nominating committee will present its report to the secretary for inclusion in the notice of the annual meeting at least thirty (30) days prior to the annual meeting. The report is to include at least one candidate for each office, provided consent has been obtained from each candidate.

Section 7. Elections.

- A. **Timing.** The officers and at-large directors will be elected at the annual meeting.
- B. **Nominating from Floor.** Following the report of the nominating committee, additional nominations may be made from the floor, provided consent has been obtained from the nominee.
- C. **Election by Ballot; Exception.** Elections will be by ballot, except that when there is only one nominee for an office, the chair will declare the nominee elected by acclamation.

Section 8. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, in the adopted parliamentary authority, or as directed by the president or the Board of Directors.

A. The **President** shall:

- Preside at all meetings.
- Serve as Chair of the Board of Directors.
- Provide at each Annual Meeting of the organization an annual report of the work of the organization.
- Be the official spokesman.
- Sign all (or delegate) official organization correspondence, including contracts.

- Nominate chairs and members for all committees, subject to confirmation by the Board of Directors, for terms concurrent with that of the president.
- Be the ex-officio member of all committees except the Auditing and Nominating committees.
- See that all books, reports, and certificates required by law are properly kept or filed.
- Have authority to authorize disbursement of the organization's funds.
- Be one of the officers who may sign the checks or drafts of the organization; and
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

B. The **President-Elect** shall:

- Be responsible for planning the program for the Annual Summit with the assistance of the Board of Directors.

C. The **Immediate Past President** shall:

- Chairs the Nominating Committee.
- Chairs the Awards Committee.
- Chair the Development Committee; and
- In the absence of the President and President-Elect, preside at meetings of the membership and the Board of Directors.

D. The **Secretary** shall:

- Keep the minutes and records of the organization.
- Be responsible for the filing of any certificate required by any statute, federal or state.
- Provide all notices to the membership.
- Be the official custodian of the records and seal of this organization, and

- Provide to the membership at any meeting any communication addressed to her/him as Secretary of the organization and shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

E. The **Treasurer** shall:

- Have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization. She/He shall cause funds to be deposited in a regular business bank or trust company. If funds are invested, the Board of Directors may cause such funds to be invested in such assets as shall be legal for a non-profit corporation.
- In conjunction with the executive director, send invoices for annual dues and maintain the record of members.
- Must be one of the officers who sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it;
- Render quarterly a written account of the finances of the organization, and such report shall be physically affixed to the minutes of the Board of Directors at the meeting following the end of the quarter; and
- Exercise all duties incident to the office of Treasurer.

F. The **Treasurer-Elect** shall

- Transition into the Treasurer role at the end of one year term as Treasurer-Elect
- Assist the Financial Review Committee in overseeing the completion of the audit before the transition to Treasurer.
- Term ends at the end of the Treasurer term.
- The Treasurer-Elect serves in an Ex Officio capacity.

ARTICLE VI. MEETINGS

Section 1. Annual. The Annual membership meeting of this organization shall be held during the Annual Summit unless otherwise ordered by the Board of Directors. Notice of at least thirty (30) days is required.

Section 2. Special. Special meetings of this organization may be called by the president or a majority of the Board of Directors or a majority of the organization. The purpose of the meeting must be stated in the call to the meeting, which must be provided at least ten (10) days before the meeting.

Section 3. Electronic Meetings. A conference among board members or membership by a means of communication through which members may simultaneously communicate with each other is a board meeting, board committee meeting, or Membership meeting if: (1) the same notice is given as would be required for a meeting held in person; and (2) the number of members participating in the conference constitutes a quorum. Participation in such an electronic meeting is equivalent to a personal presence at the meeting.

Section 4. Notice. Whenever, under the provisions of these bylaws, notice is required to be given to any member, such notice may be given by mail or may be delivered to the address maintained for each member in the records of the corporation. Such notice may be given by electronic means. An electronic notice is deemed given if sent by any form of electronic communication by which the member has consented to receive notice. Any consent so given may be relied upon until revoked by the member, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent. For any meeting at which the board of directors will be elected, the notice of the meeting shall include notice of the election.

Section 5. Waiver of Notice. A member may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a member is a waiver of a notice of that meeting unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 6. Quorum. Twenty voting members shall constitute a quorum for an organization meeting.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Composition. The business of this organization shall be managed by a Board of Directors consisting of nine (9) members: the organization's five (5) officers and four (4) at-large directors.

Section 2. General Powers. The Board of Directors shall have control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chair after due notice of such meeting to all the Directors.

Section 3. Rules. The Board of Directors may make such rules and regulations covering its meetings as it may, at its discretion, determine necessary.

Section 4. Quorum. Fifty (50) percent of the members of the Board of Directors shall constitute a quorum.

Section 5. Electronic Written Consent. An action required or permitted to be taken at a duly held meeting of the Board or of a Board committee may be taken by written action signed or consented to by authenticated electronic communication by the number of members that would be required to take the same action at a duly held meeting of the Board or committee at which all directors were present. To be authenticated, such electronic communication must be received by the corporation by the specified date or by an agent of the corporation authorized by the Board to receive the communication and must contain information from which the agent can reasonably conclude that the communication was sent by the purported sender. Directors failing to respond by the specified date shall be assumed to be abstaining. When written action is taken by less than all of the board, all board members shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 6. Presumption of Assent. A board director who is present at a meeting of the Board when an action is approved is presumed to have assented to the action approved unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting; votes against the action at the meeting; or is prohibited from voting on the action due to a conflict of interest.

Section 7. Action Without Meeting. The Board of Directors may take action without a meeting provided that all members approve such action by email to all board members affirmatively giving their consent. Any such action must be reported at the next regular board meeting.

Section 8. Standard of Care. It is the responsibility of each board director of this organization to discharge his or her duties in good faith, in a manner the person reasonably believes to be in the organization's best interests, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees.

All standing committees must meet at least once per year and present a record of the minutes before the April board meeting.

Overall change.

The standing committees of this organization shall be.

- **Nominating Committee** that recommends officers and members of the Board of Directors to the Board for approval before bringing the slate to the full membership,
 - **Awards Committee** that makes recommendations regarding the Milton Wilson Distinguished Dean Award and other awards the organization may choose to give,
 - **Program Committee** that provides leadership in the development of the program for the Annual Summit and other events the organization sponsors,
 - **Development Committee**, with membership drawn from the past four presidents, that solicits funds to support the Summit and other activities of the organization,
 - **Strategic Planning Committee** that provides leadership in the development of the strategic plan for the organization, and
 - **The Finance and Investment Committee**, chaired by the Treasurer, proposes the annual budget to the Board of Directors and provides guidance for the organization's investments.
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- **Audit Committee**, The Audit Committee will be known as the Financial Review Committee. The Board of Directors will appoint a Financial Review committee prior to the close of each fiscal year and upon any change of treasurers. The committee will review the organization's financial records for accuracy and compliance with good accounting.

Section 2. Special Committees. Special committees may be created as the organization or the Board of Directors deems necessary to carry on the work of the organization. The chair and members of such special committees will be nominated by the president and confirmed by the Board of Directors, except that in the absence of the president, the organization, or the Board of Directors, as applicable, may appoint the chair and members, who will be treated as though appointed by the president.

Section 3. Standing Committee. All standing committees must meet at least once per year and present a record of the minutes before the April board meeting.
Overall change: Audit Committee will be known as Financial Review Committee.

ARTICLE IX: ADVISORY BOARD

Members of the Advisory Board shall be corporate and government executives and other supporters of HBCU business programs who are committed to the mission and goals of the organization. The Advisory Board shall meet on its own or with the Board of Directors as a part of the Annual Summit and, otherwise, as it deems appropriate. Such meetings may be electronic meetings.

ARTICLE X: DEDICATION OF ASSETS

The properties and assets of the organization are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of the organization shall inure to the benefit of any private person, trustee, or officer of the corporation. In the event of the organization's liquidation or dissolution, all properties and assets remaining after payment of all debts and liabilities shall be distributed on a pro rata basis to all of the current member HBCU Business Programs which are active as of the date of liquidation or dissolution.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will govern the proceedings of this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the organization may adopt.

ARTICLE XII: AMENDMENTS

Section 1. Submission of Proposed Amendments.

- A. **Who May Propose.** Amendments to these bylaws may be proposed by the bylaws committee, the Board of Directors, a standing committee, or any five organization members.
- B. **Submission Deadline.** Other than amendments originated by the bylaws committee, amendments to be considered at the annual meeting must be submitted to the bylaws committee at least sixty days before the meeting at which they are to be considered.

Section 2. Adoption.

- A. **With Previous Notice.** If notice has been provided to all members, with notice of the meeting at which they are to be considered, bylaws amendments may be adopted by a two-thirds vote
- B. **Without Previous Notice.** If notice has not been provided as specified in Subsection A of this section, bylaws amendments may be proposed by any five members at an annual meeting and may be adopted by a nine-tenths vote.

Section 3. Revisions. Revision of these bylaws may be considered only if authorized by the previous annual meeting. Authorization of a bylaw's revision will automatically include consideration of a revision to the other governing documents of the organization. The proposed revisions will be provided to the membership with notice of the annual meeting. If a revision is authorized, no other amendments will be considered to the existing bylaws unless the proposed revision is not adopted.